

## BY-LAWS

### COLORADO CONSERVATION TILLAGE ASSOCIATION

#### ARTICLE I PURPOSE

To facilitate the exchange of conservation ideas, practices, technology & research to preserve our agricultural soil and water resources for generations by promoting systems that drastically reduce soil erosion, conserve soil moisture, and build up organic matter. The Colorado Conservation Tillage Association is a collaboration of experienced farmers working with industry and University personnel whose goal is to spread research and on-farm gained information with others.

#### ARTICLE II GOALS

The goals of the Association are to disseminate both local and national information on variables affecting optimum production such as: conservation tillage, water conservation, energy conservation, residue management, fertility, erosion control and maximum economic yield.

#### ARTICLE III MEMBERSHIP

Section 1. Any person who has an interest in conservation tillage farming methods, practices and procedures may become a member upon payment of annual dues as fixed by these Bylaws.

Section 2. Each member shall be entitled to one vote on each matter at any meeting of the members. Only paid individual members are eligible to vote – Article XIII. No voting by proxy or mail shall be permitted.

Section 3. The Board of Directors, by affirmative vote of a majority of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in ARTICLE XII of these Bylaws. Delete or not used.

Section 4. Membership in this Association is not transferable or assignable.

ARTICLE IV  
ANNUAL MEETINGS OF MEMBERS

Section 1. An annual meeting of the members shall be held at a time and place designated by the Board of Directors, for the purpose of electing directors for the transaction of such other business as may come before the meeting.

Section 2. Special meetings of the members may be called by the President, a majority board members or not less than one-tenth of the members.

Section 3. The Board of Directors may designate any place, within the State of Colorado, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If all of the Board members at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting, such meeting shall be valid without call or notice, any at such meeting and corporate action may be taken.

Section 4. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, at least ten (10) days prior to the meeting, to each member entitled to vote at such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of special meeting, or when required by statute, or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the-notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the Association, with postage thereon prepaid.

Section 5. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a quorum of the members entitled to vote with respect to the subject matter thereof.

Section 6. A quorum for the transaction of business at any meeting of the members of the Association shall be twenty (20) members in good standing. If a quorum is not present at any meeting of members, a majority of the members present may recess or adjourn the meeting to another time without further notice.

ARTICLE V  
BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by its Board of Directors which shall consist of Thirteen (13) members of the Association, of which five are industry (private enterprises and public agencies) and eight are farmers.

Section 2. Six of the initial directors shall be elected for a one-year term and the remaining seven for a two-year term. Thereafter, all directors' terms will be for two-years. No director shall be eligible to serve more than three consecutive terms, but may be re-elected after retiring for a minimum of one year. Can leave or since into the rotation already, can delete first sentence and Therefore. Begin with.....All directors' .....

Section 3. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or outside the State of Colorado for the holding of additional regular meetings of the Board without other notice than such resolution. The Board of Directors and officers shall be elected at the annual meeting by the membership or as stated in Article VI-2 and take office, following the election.

Section 4. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Directors. The person or persons authorized to call special meetings of the Board within a 150 mile radius of Fort Morgan, Colorado, either within or without the State of Colorado as the place for holding any special meeting of the Board called by them. .

Section 5. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail to each Director at his/her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may recess or adjourn the meeting to another time without further notice.

Section 7. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Three unexcused consecutive absentees will be termination, with majority vote of the Board of Directors.

Section 8. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors, fixed sum and expenses of

attendance, if any, may be allowed for attendance at each regular or special meeting(s) of the Board and reimbursement for other incidental out-of-pocket expenses.

Section 9. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

## ARTICLE VI OFFICERS

Section 1. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer.

Section 2. The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors and shall serve terms of one year each. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New officers may be created and filled at any meeting of the Board of Directors. Each office shall hold office until his/her successor shall have been duly elected and shall have qualified. All officers shall be selected from among the members of the Board of Directors.

Section 3. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. The president shall be the Chief Executive Officer of the Association, shall preside at all meetings of the Association, of the Board of Directors and the Executive Committee and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors ~~for~~ from time to time.

Section 6. In the absence of the president, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 7. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of the By-laws or as required by law; be custodian of the corporate records; keep a register of the post office address for each member, which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President of by the Board of Directors.

Section 8. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks or other depositories as shall be selected in accordance with these Bylaws.

## ARTICLE VII COMMITEES

Section 1. A Nomination Committee comprised of three (3) members of the Association shall be elected by the Board of Directors to serve for one (1) year. The Nominating Committee shall propose a name or names of nominees for Directors and will be responsible for tallying the ballots at the next annual meeting of the members.

Section 2. The president shall also appoint the members of such other committees as the President or the Board of Directors may deem necessary. The members of such committees shall serve at the pleasure of the President.

## ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, FUNDS, GRANTS, AND LOANS

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by one officer of the Association. Any expenditure over \$200, not as an item in the annual budget, **must** obtain approval by the Board.

Section 3. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may select.

Section 4. The Association may accept any money or property grants or portions thereof from any member, producer, individual, foundation, business, Association, or other legal entity as approved by the Board of Directors.

Section 5. The Association may accept money or property loans or portions thereof from any member, producer, individual, foundation, business, Association, or other legal entity as approved by the Board of Directors.

Section 6. The Board of Directors will call for an audit committee of two members, not to exceed four, for the purpose being to audit the transactions of incoming and outgoing expenses taken on by the Board of Directors. This audit committee will make a report to the membership at each annual meeting of their findings in both oral and written report.

## ARTICLE IX OFFICES

Section 1. The principal office of the Association in the State of Colorado shall be located in the town of Windsor, County of Weld. the Association may have other offices, either within or without the state of Colorado as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Section 2. The Association shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but not need be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE X CERTIFICATES OF MEMBERSHIP

Section 1. The Board of Directors may provide for the issuance of a certificate evidencing membership in the Association which shall be in such form as may be determined by the Board. The name and address of each member and the date of issuance of the certificate shall be entered in the records of the Association.

## ARTICLE XI BOOKS AND RECORDS

Section 1. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members.

ARTICLE XII  
FISCAL YEAR

Section 1. The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

ARTICLE XIII  
DUES

Section 1. The membership dues for the next fiscal year of the Colorado Conservation Tillage Association will be established by the Board of Directors at a regular scheduled meeting prior to the end of the current fiscal year.

Section 2. Dues will be due by the last day of the Annual Meeting of the Membership and payable to the Association.

Section 3. When any member shall be in default in the payment of dues, membership may be terminated by the Board of Directors in the manner provided in ARTICLE III of these Bylaws.

ARTICLE XIV  
AMENDMENTS TO BYLAWS

Section 1. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members present at the annual meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Section 2. Any Bylaw changes made by a majority of members present at the annual meeting, at which time, members of the Association shall give final approval of Bylaw changes at the annual meeting.

Section 3. These Bylaws adopted by the Board of Directors of the Colorado Conservation Tillage Association, at the annual meeting thereof held in Greeley, Colorado.

ARTICLE XV  
RULES OF ORDER

Section 1. Roberts Rules of Order shall be followed at the annual meeting of members and at all meetings of the Board of Directors, unless other wise stated in these Bylaws.

IN WITNESS WHEREOF, these By-Laws, after being duly voted upon and adopted, are hereby executed by the President and Secretary of said Association on this 4<sup>th</sup> day of February, 2009.

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President

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Secretary